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MARVEL TEAM-UP

FEATURING:

SPIDER-MAN AND THE FRANKENSTEIN MONSTER

YOU
ATTACKED
ME...

...AND NOW
YOU WILL
DIE!

NOT IF
I CREAM YOU
FIRST, PATCHES!

BUT HOW DO I
DEFEAT A GUY
WHO'S IMMORTAL?

BEDLAM IN THE BALKANS!

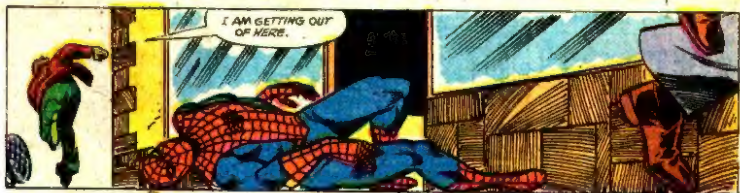
Stan Lee presents
SPIDEY and FRANKENSTEIN'S MONSTER™ TOGETHER!

GERRY CONWAY / SAL BUSCEMA / V. COLLETTA / CHARLOTTE J. LETTERER / LEN WEIN
AUTHOR / ARTIST / EMBELLISHER / AL WENZEL, COLORIST / EDITOR



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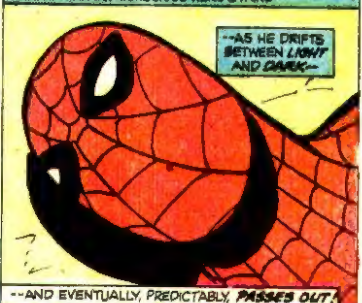




ALL RIGHT, WE ADMIT IT. WE HAVEN'T BEEN PLAYING FAIR--STARTING OUR STORY WITH A BANG INSTEAD OF A NICE, SAFE LUMP OF EXPOSITION.



--AND TRY TO IMAGINE WHAT THOUGHTS ARE GOING THROUGH OUR UNCONSCIOUS HERO'S MIND--



WHAT ISN'T PREDICTABLE IS THE SCENE HE AWAKENS TO, A FEW MOMENTS LATER...

UHHHHH...
WHERE...

WHAT THE--?
IS SOMEBODY KIDDING
ME? OR HAVE I JUST
FLIPPED?

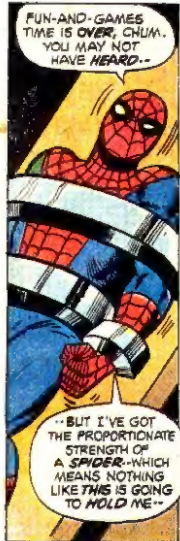
I COULDN'T HAVE BEEN
UNCONSCIOUS FOR MORE
THAN A MINUTE-- I
SHOULD BE ON A DIRTY
NEW YORK STREET--

--NOT HERE--
WHEREVER HERE
IS-- **WHATEVER** HERE
IS! THIS PLACE LOOKS
LIKE IT'S ESCAPED
FROM THE **LATE
LATE SHOW!**

AND SPEAKING OF
ESCAPEES--WHERE
DID YOU ESCAPE
FROM, FELLA? **RIPLY'S
MUSEUM?**

I...**HAVE
NOT** ESCAPED.
I AM...A PRISONER
...LIKE YOU.





FUN-AND-GAMES
TIME IS OVER, CHUM.
YOU MAY NOT
HAVE HEARD--

--BUT I'VE GOT
THE PROPORTIONATE
STRENGTH OF
A SPIDER--WHICH
MEANS NOTHING
LIKE THIS IS GOING
TO HOLD ME--

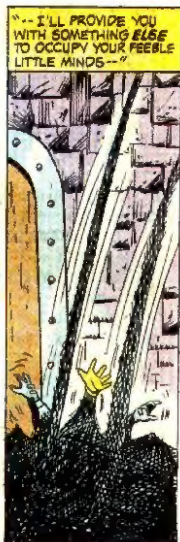


WRENCH!!
--FOR LONG!

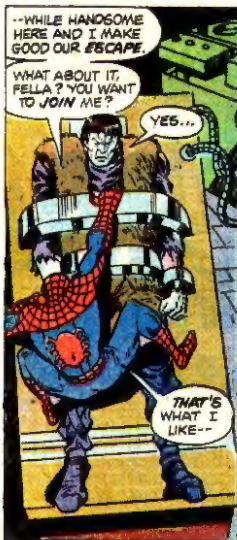


NOW, IN
CASE YOU'VE
GOT THE IDEA
YOU'RE GOING
TO FOLLOW
ME--

FWTT FET



--I'LL PROVIDE YOU
WITH SOMETHING ELSE
TO OCCUPY YOUR FEEBLE
LITTLE MINDS--



--WHILE HANDSOME
HERE AND I MAKE
GOOD OUR ESCAPE.

WHAT ABOUT IT,
FELLA? YOU WANT
TO JOIN ME?

YES...

THAT'S
WHAT I
LIKE--



SCROOM!

--A MAN OF
FEW WORDS.

C'MON, PAL--



LET'S
MOVE!!

AND MOVE
THEY DO--

BUT--MOVE
TO WHERE?

CHAPTER TWO!

THE COLD WIND OF DOOM!

FORTY-FOUR MINUTES LATER, THE QUESTION IS ANSWERED: OUR TWO HEROES ARE GOING NOWHERE--FAST.

SHIVERING SLIGHTLY FROM THE NEAR-ZERO DEGREE WEATHER, SPIDEY STANDS BESIDE THE TACITURN GIANT HE'S RESCUED FROM VON SHTUPP'S CASTLE--AND TOGETHER, THEY WATCH THE BARON'S HENCHMEN SKI PAST--WONDERING WHEN THEY'LL BE CAUGHT--

--AND DECIDING TO DEAL WITH THAT SITUATION WHEN IT ARISES!

WE'RE SAFE--
FOR THE MOMENT.
I DON'T KNOW
HOW LONG THAT
MOMENT'S GOING
TO LAST,
EITHER.

MAYBE IT'S
TIME YOU TOLD
ME SOMETHING
ABOUT YOURSELF,
FRIEND, AND HOW
YOU GOT INTO
THAT CASTLE--!

TELL...? THERE IS NOT
MUCH... TO TELL. I...
AM NOT A MAN...
LIKE YOU...

I AM...A
MONSTER...

FRANKENSTEIN'S
MONSTER.

HUH? COME
AGAIN?

IT BEGAN... LONG AGO...

SLOWLY, HALTINGLY, THE MONSTER TELLS THE STORY *ANYWAY*...THE AGE-OLD STORY OF A MAN QUESTING FOR THE MOST GUARDED SECRETS OF NATURE...

...THE SECRET OF LIFE...

...THE SECRET OF CREATION.

BARON FRANKENSTEIN LEARNED THE SECRET, AND USED IT TO CONSTRUCT A MAN...A LIVING BREATHING MAN WITH THE MIND OF A

NEWBORN CHILD.

IT WAS A MOMENT PREGNANT WITH POTENTIAL--

--POTENTIAL LOST WHEN THE CREATION SLEW ITS CREATOR--

--AND FOUND ITSELF HOUNDED BY A POPULACE TOO FRIGHTENED TO THINK--

--AND TOO FULL OF HATRED TO FORGIVE.

AFTER A TIME, THE MONSTER LEARNED THE MEANING OF THE WRONG HE'D DONE--AND HE KNEW SORROW.

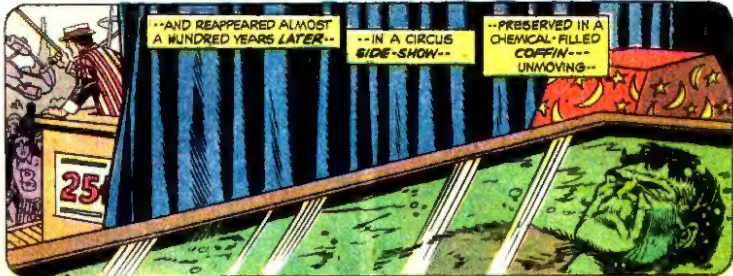
HE WANDERED FROM THAT SMALL BALKAN VILLAGE--WANDERED GRIEF-STRUCK INTO HISTORY--

--ALONE--

--FEARED--

--HATED--

HE WANDERED OUT OF THE KNOWLEDGE OF MANKIND, AND DISAPPEARED--



--AND REAPPEARED ALMOST
A HUNDRED YEARS LATER--

--IN A CIRCUS
SIDE-SHOW--

--PRESERVED IN A
CHEMICAL-FILLED
COFFIN---
UNMOVING--

--YET STILL,
STRANGELY
--ALIVE.

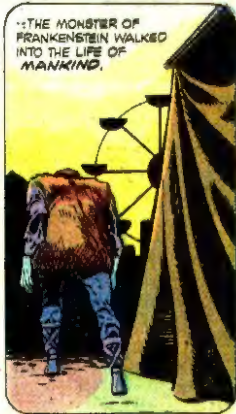
A YOUNG MAN
REVIVED HIM--
ACCIDENTALLY OR
INTENTIONALLY, THE
MONSTER NO LONGER
KNOWS--



--AND FOR THE SECOND
TIME IN A CENTURY--



--THE MONSTER OF
FRANKENSTEIN WALKED
INTO THE LIFE OF
MANKIND.



HE SPEAKS OF THESE THINGS IN A HARSH, GRATING
VOICE, ONLY NEWLY GAINED--A GIFT FROM
FRANKENSTEIN'S LAST LIVING DESCENDANT.

HE TALKS OF THE NIGHT-
MARE'S HE'S SEEN--OF
HIS BATTLE WITH THE
COUNT FROM
TRANSYLVANIA,
DRACULA--

--OF HIS
FRIENDSHIP WITH
THE YOUTH,
RALPH CACCONE--

--AND HIS STRUGGLE WITH THE
CLOVE-CREATURE, SO CLEAR--
SO RECENT IN HIS MIND.



FINALLY, HE STOPS...AND FOR
SEVERAL HEART-BEATS,
THERE'S SILENCE ON THIS
SNOWY SLOPE...





CHAPTER THREE!

TO MAKE A MONSTER!

THIRTEEN **BLACKED** OUT MINUTES AFTER THE END OF OUR LAST CHAPTER...

ALL, RIGHT, GENTLEMEN, YOU CAN STOP **PRETENDING** NOW. THE SLEEP-DRUG I SPRAYED YOU WITH WORE OFF TWO MINUTES AGO

I KNOW YOU'RE TRYING TO THINK OF A WAY TO **ATTACK** ME--

BELIEVE ME, IT'S NOT--**NECESSARY**

HUH? ARE YOU **KIDDING**? LADY, MAYBE YOU DON'T REMEMBER WHAT YOU **DID** BACK ON THAT CLIFF-- BUT I DO.

EITHER YOU COME ACROSS WITH AN **EXPLANATION**, OR I--

PLEASE DON'T GET **VIOLENT**, SPIDER-MAN. I ASSURE YOU, MY INTENTIONS ARE **HONORABLE**--EVEN IF MY METHODS ARE **NOT**

MY NAME IS **KLEMMER**-- AND I'M AN AGENT OF **S.H.I.E.L.D.**

NICK FURY ASSIGNED ME TO THIS JOB, AND I WAS ABOUT TO MAKE MY MOVE WHEN YOU CUT IN.

VON SHUFF IS A **MADMAN**--

--A **DANGEROUS** MADMAN WITH A PLAN FOR **WORLD DOMINATION**

HE WANTS TO CREATE AN ARMY OF **'MONSTERS'**--SUB-HUMANS WHO CAN STAND EXTREMES OF **CLIMATE**--WHO HAVE **SUPER-NORMAL** POWERS

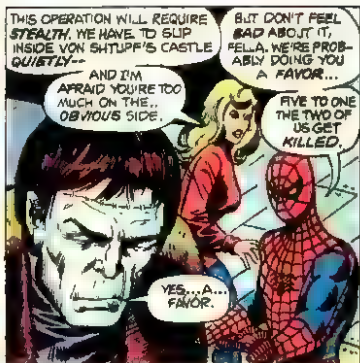
--IN A WORD, HE WANTS TO **COMBINE** YOUR ABILITIES--

--INTO A **MONSTER SUPREME!**

A "MONSTER SUPREME," EH? SOUNDS LIKE AN **ICE CREAM SUNDAE**.

OKAY I GET THE PICTURE, VON SHUFF IS **MAD** AND YOU WANT TO PUT HIM IN A **PADDLED CELL**.

NEED HELP?







SOMETHING...IS
WRONG. NOT ENOUGH
GUARDS...

BREAKING IN...
WAS TOO EASY
FOR THEM...



SLOWLY, THE HEAVY OAK DOOR
CREAKS OPEN--YET THE SOUND
OF ITS RUST-CLOGGED HINGES
IS SOFTER THAN THE VOICES
COMING FROM ANOTHER PART
OF THE MURKY CASTLE--



--MUCH SOFTER THAN THE MAD-
NESS-TINGED VOICE OF BARON
LUDWIG VON SHTUFP!



"I KNEW I COULD DE-
PEND ON YOU," THE
BARON SNARLS, SOME-
WHERE DOWN A WIN-
DING CORRIDOR.

AT FIRST, FRANKENSTEIN'S MONSTER IGNORES
THE BARON'S WORDS--AND INSTEAD,
ATTACKS A GROUP OF GUARDS STAND-
ING IN AN ANTEROOM OUTSIDE THE
BARON'S LAB.

WHAT



THEN, AGAIN HE
HEARS THE
BARON'S VOICE--
AND THIS TIME--

--THE MONSTER
LISTENS.

"WHILE YOU WERE GONE, I ENGAGED ANOTHER
SPECIMEN IN THE SAME MANNER I CAPTURED YOU.

"WE NEEDN'T
SPEAK ABOUT
MY METHOD, OF
COURSE--ONLY
THE EFFECT OF
WHAT I'VE DONE--



"--AND THE EFFECT
IS THIS--

"I NOW HAVE THE SUB-
JECTS I REQUIRE--YOU
AND MY NEW PRISONERS
--AND AT LAST--I'M
READY TO BEGIN!"



THE BARON'S VOICE
COMES FROM YONDER
DOOR--

--AND WITH ONLY A MOMENT'S
HESITATION, THE MONSTER
REACHES FOR THE RING--

--GRASPS IT--

--AND PULLS.

WHAT HE SEES
BEYOND THE
OPENED DOOR
MAKES HIM--
MOMENTARILY--
SPEECHLESS!

AH! ENTER,
MY FRIEND--ENTER!
OUR CAST IS NOW
COMPLETE!

I NOW HAVE MY
ORIGINAL SUBJECT
AS WELL AS MY
REPLACEMENT
SUBJECT!

WHAT A
MONSTER I'LL
MAKE NOW,
EH?

MONSTER OF
FRANKENSTEIN--
YOU ALREADY KNOW THE
INFAMOUS SPIDER-MAN!
ALLOW ME TO INTRODUCE
A FRIEND OF HIS--

MAN-WOLF!

GRRRR

PILGRIM, IF YOU
THINK THIS IS
WILD--WAIT'LL
YOU SEE NEXT
ISSUE, WHEN:

"THE MAN-WOLF MAKES THREE!"